

EXHIBIT 3

1. I am Emory Patterson, age 39, and I have personal knowledge of these matters and I am competent to provide this testimony.
2. I possess a Bachelors of Science Degree in Construction Management from Western Illinois University, 2010.
3. I have relevant land development and construction industry related experience and knowledge.
4. I am one of three founding members of BCB Cheyenne LLC (“BCB”) who won a competitive RFP from Cheyenne Light, Fuel, and Power Company (“CLFPC”) in 2021 and later negotiated a Blockchain Interruptible Service Agreement (“Original BCIS Agreement”) between BCB and CLFPC, effective February 22, 2022, for 75MW of power across two locations in/around Cheyenne, WY (45MW at North Range and 30MW at Campstool) in order to build bitcoin mining data center facilities at both sites (“the Project”).
5. Leading up to this time, and over the ensuing months through early March 2023, I worked for BCB and played an integral role in facilitating pre-development due diligence, securing financing, putting parcels of land under contract, coordinating site plan designs for those parcels, obtaining necessary preliminary municipal approvals, assembling permit packages, and obtaining necessary municipal permit approvals for the Project.
6. After the preliminary development work was completed, I worked diligently for BCB to implement the Project, including BCB doing all of the work required so that MineOne could build and operate a minimum 45MW Bitcoin mining facility at the North Range location and a minimum 30MW Bitcoin mining facility at the Campstool location.
7. This declaration documents evidence showing the power expansions at the North Range location and Campstool location should be included in BCB’s damages calculation due to the fact that at all relevant times during the CLFPC Blockchain Interruptible Service (“BCIS”) Request for Proposal (“RFP”) process, including communications with CLFPC, and during various stages of the Project, including during the course of coordinating site plan design and engineering designs for the North Range and Campstool parcels, future data centers and future power expansions were foreseeable, communicated and discussed, considered and planned for in the designs, and expected.

CLFPC'S BCIS RFP:

BCB AND CLFPC COMMUNICATIONS REGARDING FUTURE POWER EXPANSIONS

8. In mid-August 2021, I performed an extensive review of CLFPC's Wyoming service territory substations listed on Page 13 of the CLFPC BCIS RFP [BATES BCB 047382].
9. In my evaluation of CLFPC's listed substations, I considered, among other things, the listed Total Capacity, Reservation for Native Growth, and Available BCIS Capacity at each listed substation.
10. I understood the Total Capacity to be the *estimated* total amount of power available at a given substation without and prior to any additional due diligence, Load Studies, modifications, and/or infrastructure upgrades to increase the amount of available power.
11. As stated on the Page 13 of CLFPC's BCIS RFP, "Note: Capacity listing is the result of arithmetic summation of transformer capacities and does not constitute the results of detailed system analysis. Upgrades such as feeder improvements, service line extensions, multiple metering points, or transmission improvements may be necessary before connecting some or all of this capacity. Prior to connecting any new customer, Black Hills would perform its usual due diligence to identify any system impacts associated with a new customer."
12. Additionally, Page 13 of CLFPC's BCIS RFP further states, "*BCIS capacity at North Range could be considered however would require additional analysis."
13. Plainly, this meant that the listed Total Capacity, Reservation for Native Growth, and Available BCIS Capacity at each listed substation was not conclusive and could be increased through modifications and/or upgrades after further analysis.
14. Through my experience in the development and construction industry, a Load Study is common nomenclature for the type of study that a licensed MEP Engineer or someone of similar qualification would perform as it relates to analysis, design, modification, and/or upgrades to any electrical system.
15. I understood that CLFPC would need to perform a Load Study or similar analysis prior to any final determination of Total Capacity at any of their listed substations and prior to any final determination of Available BCIS Capacity.

16. On August 27, 2021, BCB assembled a list of questions to submit to CLFPC related to the BCIS RFP.
17. One of the questions we submitted was, “If we need additional power beyond the current available BCIS capacity, can we work with Cheyenne Light to add additional BCIS capacity to an existing substation (and if so, which substations) and/or build a new substation?”
18. On August 30, 2021, CLFP responded, “We do have the potential to satisfy incremental requests for power over time. As with the initial project the respondent would likely be required to pay for all or a portion of the upgrades needed, if any.”
19. The response that CLFPC provided validated and confirmed that the listed Total Capacity, Reservation for Native Growth, and Available BCIS Capacity at each listed substation was not conclusive and could be modified and/or upgraded.
20. Available parcels of land were identified and considered according to size, zoning, terrain, elevation, overall topography, and proximity to the nearest substation.
21. The largest accessible industrial zoned, relatively flat parcels, closest to the substations and capable of accommodating known Available BCIS Capacity in addition to providing enough land for potential Future Capacity utilizing future power expansions were prioritized as most desirable.
22. BCB and CLFPC collectively identified the North Range substation and Campstool substation locations as the most desirable locations for the Project.
23. The North Range Business Park substation and specifically, the parcel located at 635 Logistics Drive, Cheyenne WY 82009 (“North Range”), was desirable to BCB for several reasons, including but not limited to;
 - a. Its proximity to the North Range Business Park substation, resulting in relatively low upfront costs of the interconnection between the parcel of land and the substation delivering power.
 - b. CLFPC’s ability to deliver the initial 45 MW of power the fastest with the fewest modifications and/or upgrades to the substation and/or other required infrastructure to deliver the initial power needed for the Project.
 - c. The parcel having a Heavy Industrial zoning designation allowing for an industrial scale data center development coextensive with the needs of the Project

- d. No nearby residential structures or residential zoned parcels that would be foreseeably affected by the noise of an industrial scale Bitcoin mining data center facility.
 - e. The location of the parcel being within the unincorporated municipal jurisdiction of Laramie County. Unincorporated governing municipalities typically have less stringent or unique codes in comparison to an incorporated governing municipality, allowing for a more efficient and faster development and construction permit approval process.
 - f. The parcel contained several existing utility infrastructure improvements such as water, sewer, power, and fiber internet.
 - g. The relatively large size of the parcel (12.1 acres) with approximately 6.8 acres already graded, provided the benefit of flexibility in building initial data centers on the already graded segment of the parcel to consume the initial 45MW of power while providing additional space to expand for building future data centers utilizing Future Power Expansions as and when additional power capacity became available.
24. The Campstool Business Park substation, including various parcels of nearby land were desirable to BCB for several reasons, including but not limited to;
- a. The proximity of the parcels to the Campstool Business Park substation, resulting in relatively low costs of the interconnection between the parcels of land and the substation delivering power.
 - b. CLFPCs ability to deliver the initial 30 MW of power the fastest with the fewest modifications and/or upgrades to the substation and/or other required infrastructure to deliver the power needed for the Project.
 - c. The parcel having a Heavy Industrial zoning designation allowing for an industrial scale data center development coextensive with the needs of the Project.
 - d. No nearby residential structures or residential zoned parcels that would be foreseeably affected by the noise of an industrial scale Bitcoin mining data facility.
 - e. The available parcels of land having relatively flat, natural, and untouched existing topography with minimal sloping, requiring less grading for the Project.

- f. The prospective parcels of land were adjacent to each other and could be purchased together or piecemeal in the future, if still available, providing the benefit of flexibility in building initial data centers on one or more parcels to consume the initial 30 MW of power and to provide additional space to expand for building future data centers utilizing Future Power Expansions as and when additional power became available.
25. In the land development industry and as part of the due diligence in considering any parcel of land, spatial planning and design is a key element in the conceptual land planning process and site plan design to utilize the available space most efficiently, and wherever possible, plan for additional potential future development project expansions and/or phases.
26. This approach in the development industry is universal common practice for several reasons, including but not limited to;
- a. Economies of Scale - in theory, it should cost less to expand or increase the size of a development as opposed to the associated costs and time investment required in a new separate development project. These costs can include cost of land, cost of land planning, architecture, engineering, and construction, costs of municipal utility infrastructure such as sewer, water, and electric, and site infrastructure such as roadways.
 - b. Time Savings - having spent the upfront time in due diligence and land planning for future expansions and having been through the initial architectural, engineering, and construction phases, there is a familiarity and experience curve for the related personnel on a project, translating an overall more efficient process.
 - c. Municipal Relationships and Familiarity - through the municipal preliminary approval and permit approval process, relationships are established with the municipality and/or authority having jurisdiction, including its staff and board members. These relationships can prove invaluable in process, review, feedback, and overall approval of a subsequent expansion through familiarity of the complexities of an existing project.

27. After being selected in the RFP process and awarded the opportunity to negotiate a Power Purchase Agreement (“PPA”) with CLFPC, BCB proposed a conditional right of first refusal to future power expansions within the terms of draft PPA. CLFPC declined BCB’s proposal, and instead, told BCB that as long as they were able to utilize some or all of the initial 75 MW of available power, and were a good customer, CLFPC would be incentivised and happy to provide additional power for future expansions, granted BCB would be willing to pay for any required infrastructure upgrades to provide the additional power.
28. Beginning early October 2021 and through early March 2023, BCB and CLFPC had regular video conference meetings, typically weekly or bi-weekly, and exchanged frequent communication to discuss relevant matters to the Project. In our discussions, it was not uncommon for us to discuss future power expansion opportunities. We had established an ongoing discussion with CLFPC regarding future power expansions and our sincere interest and desire to pursue and utilize any potential expansion opportunities at North Range and Campstool as they became available.
29. In our discussions regarding future power expansions, it was not uncommon for CLFPC to convey their willingness in expanding power availability and to continue growing a long-term relationship, but it was also made clear that it would be much easier to make power expansion opportunities available after some or all of the North Range and Campstool projects were energized and being utilized.
30. Around the same period of time that BCB attained permit approvals for the Campstool parcel, CLFPC expressed that they may be able to provide additional power to Campstool sooner than expected. Michael Murphy and I were told by CLFPC that they were confident they could provide at least 15 MW and maybe as much as an additional 30 MW. This power expansion would increase Campstool from 30 MW of available power capacity to a total of 45-60 MW available power capacity. This is a significant power expansion. I inquired about the possibility of additional power at North Range. CLFPC expressed there was a possibility for more power at North Range but they would need to do an analysis before knowing what might be possible.

MINEONE WAS AWARE OF THE POWER EXPANSIONS AT NORTH RANGE AND
CAMPSTOOL AND ACTIVELY PARTICIPATED IN THE REVIEW AND
APPROVAL OF DESIGNS INCLUDING THEM

31. At all relevant times, MineOne was made aware and knew about the power expansion opportunities BCB was planning for and working toward at North Range and Campstool. I was present and participated in most of the regularly scheduled conversations, including the thrice weekly video conference update meetings, between BCB and MineOne beginning March 9, 2022 and continuing through early March 2023. At various stages prior to and during the negotiations of, and after the signing of the Development, Hosting, and Services Agreement between MineOne and BCB (“DHS Agreement”) and the Consultancy Services Agreement between Terra and BCB (“CS Agreement”), BCB communicated and had discussions with MineOne about the power expansion opportunities. MineOne was aware that BCB had active and ongoing discussions with CLFPC regarding future power expansions. Additionally, MineOne reviewed and approved site plans, engineering drawings, and other related project documents showing planned data center and power expansions at North Range and Campstool.
32. Within BCB’s regular conversations and update meetings with MineOne to discuss the Project, among other things, power pricing, power purchasing, power block purchasing, energization timelines, available power and future expansion power were all discussed.
33. The data center expansions and power expansions were an integral component and consideration in the design of every site plan that was created for the North Range and Campstool project locations. The data center and future power expansions were foreseeable, discussed, planned for, and expected.
34. The initial site plans and engineering documents for North Range and Campstool reflect and/or reserve areas and structures allocated for future power expansions.
35. The initial North Range site plan approved by Laramie County Planning and Development reflects and reserves areas and structures allocated for future power expansions.

36. The updated, approved, and permitted North Range site plan and engineering documents were designed to orient the placement of initial data centers and other structures in such relation to each other that allowed for and reserved areas for future power expansions.
37. The approved and permitted Campstool site plan and engineering documents reflect structures reserved and allocated specifically for future power expansions.
38. All site design provisions for future power expansions were intentional, not by accident or coincidence.
39. The orientation of the modular data centers, steel buildings, and/or other structures, including the associated infrastructure, utilities and other improvements were all dictated by the reservation of space for future data centers and future power expansions, all of which BCB provided for from the onset and MineOne agreed to include in the designs.
40. When CLFPC made BCB aware of the potential upcoming available power at Campstool, BCB shared that information with MineOne in addition to the analysis that would be required to determine how much additional power CLFPC could provide at North Range.
41. Before BCB had an opportunity to share in the benefit of its pioneering work in fostering additional power expansions for MineOne with CLFPC at Campstool and North Range, Defendants MineOne breached their DHS Agreement with BCB, replacing BCB with its own team, and effectively removed BCB from the Project and the financial benefit of the initial 75 MW development and the subsequent power expansions.
42. If MineOne had not breached the DHS Agreement and removed BCB, it's unlikely MineOne would have the ability to preclude BCB and capitalize on any of the power expansion opportunities and the benefit thereof alone.
43. MineOne had significant financial motive to remove BCB from the Project, including the financial benefit of the initial 75 MW of power and the subsequent foreseeable, planned, and expected power expansions.

MINEONE AND ITS VENDORS AND CONTRACTORS - SITE PLANNING AND
ENGINEER DESIGNS WITH INTENTION TO INCLUDE FUTURE POWER
EXPANSIONS

44. On March 20, 2022, Rick Swanson of RM Swanson Architects (“RMSA”) and I met over a video call to discuss and initiate the North Range and Campstool Lot 2 site plans and discuss the best conceptual way to utilize the available space of each parcel with considerations, including but not limited to;

North Range:

- a. The Laramie County pre-application meeting notes
- b. The location of interconnection from the substation to the parcel and the Utility Service and Power Distribution Area
- c. Positioning to accommodate initial modular data centers
- d. Positioning to accommodate future steel industrial buildings for data center expansions utilizing future power expansion, and providing a small warehousing and repair area.
- e. Positioning to accommodate an office location for operations and management.
- f. Landscaping and greenways to include native grasses and trees.
- g. Parking, roadways, drives, and approaches for access throughout the site
- h. Site ingress, egress, and parameter security
- i. Prevailing winds to utilize Wyoming's natural winds for heat dissipation and cooling

Campstool:

- j. The City of Cheyenne pre-application meeting notes
- k. The location of interconnection from the substation to the parcel and the Utility Service and Power Distribution Area
- l. Positioning to accommodate initial modular data centers.
- m. Positioning to accommodate future modular data centers and/or future steel industrial buildings for future power expansion, data center expansion, warehousing, and repairs.
- n. Positioning to accommodate an office location for operations and management.
- o. Landscaping and reenways to include native grasses and trees.
- p. Parking, roadways, drives, and approaches for access throughout the site
- q. Site ingress, egress, and parameter security

- r. Prevailing winds to utilize Wyoming's natural winds for heat dissipation and cooling
45. On March 22, 2022, RMSA sent the first copy of the North Range preliminary site plan to BCB. The site plan reflects an initial Phase I of fourteen (14) modular data centers and then a Phase II with the ability to fit two (2) 14,000 sf fixed steel building structures to accommodate future power expansions at the North Range site.
 46. On March 29, 2022, Emory shared a preliminary copy of the North Range site plan with Michael Surface of the Laramie County Planning & Development reflecting the same.
 47. On March 29, 2022, Michael Murphy provided an overview of the land and PPS to MineOne. One of the PPA Key Provisions shared with MineOne was, "Utility required to provide up to 75MW total power (45MW North Range; 30MW Campstool) with the possibility (but not requirement) for more power once we hit 75MW."
 48. In subsequent conversations, including the April 7, 2022 Denver Enterprise Coworking conference room meeting (where I participated through a video conference call), I explained to Erick Rengifo and Jiaming Li that the initial PPA was for 75 MW, but we had already established and had ongoing discussions with CLFPC in securing future power expansions beyond the initial 75 MW. I shared that CLFPC did indicate that future power expansions are possible, however, they would require a) a load study or other analysis and b) the customer to pay for any required upgrades, and c) CLFPC would like to see progress and/or utilization of some or all of the initial 75 MW before committing to provide additional power. I also shared that in consideration of future power expansions, I had already coordinated with and directed the architect to design the site plans and orientation of the structures to allow for future data centers to utilize future power expansions.
 49. Between April 8, 2022 and April 13, 2022, BCB and MineOne exchanged communications regarding the North Range site plan and MineOne's desired changes to the site plan to reflect a 40' x 8' modular data center. In good faith of the anticipated partnership, BCB agreed and I communicated the changes to RMSA. Notably, the changes increased the number of modular data centers and removed one of two (1 of 2) 14,000 sf fixed steel building data center structures. The net change resulted in data space

still capable of accommodating the initial 45 MW available at North Range in addition to future power expansions.

50. On April 19, 2022, RMSA provided two (2) conceptual draft site plans for Campstool Lot 2. The first plan reflecting the ability to fit twenty-two (22) modular data centers and the second plan capable of fitting up to two (2) 14,000 sf fixed steel building data center structures, in both instances, able to provide for the initial 30 MW at Campstool and accommodate future modular data centers and/or a future fixed steel building structure for a data center and future power expansion.
51. On April 20, 2022, RMSA sent BCB a copy of the Updated Campstool Plan for Campstool Lot 2. The updated site plan allowed for twenty-two (22) 2.5 MW modular data centers to consume the initial 30 MW of available power and an additional 25 MW for future power expansions.
52. On April 27, 2022, Michael of BCB provided Erick and Jiaming of MineOne with a brief update, including for the Campstool Site Plan; “(1) Campstool Site Plan - we would like you to confirm this looks good to you. Once you do that, we will submit it to the City. As you'll see, the site plan is based on using the 2.5MW containers and accounts for the possibility of more power after the initial 30MW is consumed at the Campstool site.”
53. This version of the Campstool Lot 2 site plan contained twenty-two (22) 53'x16' 2.5 MW data centers capable of utilizing the initial 30 MW of available power and an additional 25 MW of future power expansion for a total of 55 MW.
54. On April 29, 2022, BCB and MineOne met over a video call and discussed some changes MineOne would like to see to the Campstool plan. The primary request was to change from the 53'x16' 2.5 MW data center to a 40'x8' 2 MW data center.
55. On May 2, 2022, RMSA provided an updated Campstool Lot 2 site plan. The plan reflected twenty-eight (28) 40' x 8' modular data centers. This change increased the overall potential capacity of the Campstool project from 55 MW to 56 MW.
56. On May 3, 2022, Mark Aldrich, Vice President of Shermco, provided his feedback, noted on a copy of our revised North Range site plan. Among other things, he suggested we move a roadway for future growth. This feedback was in followup to our April 28, 2022 meeting with Shermco where we shared information about our project and was consistent with our intention to future proof the design plan for future expansions.

57. On May 4, 2022, BCB submitted the revised North Range site plan application package to LCPD for approval of the development. The site plan was updated to increase the number of modular data centers and reduce one (1) 14,000 sf fixed steel building data center structure.
58. On June 13, 2022, BCB received a Certificate of Review and Approval of the North Range site plan from LCPD for the site plan and application submitted on May 4, 2022.
59. On August 10, 2022, RMSA provided a revised copy of the Campstool Lot 1 site plan which relocated the proposed parking and office building area to better consolidate and group the data centers, including the proposed future data centers. Michael Murphy of BCB requested a meeting to discuss additional requested changes to the site plan, namely relocating the future data centers from the front (West side) of the parcel to the back (East side) of the parcel so that the future expansion for the Campstool YZY parcel and potentially the State lands parcel would be in closer proximity for efficiency in the future construction.
60. Clint Downey of Shermco sent me a preliminary conceptual (not to scale) layout.
61. After receiving the preliminary layout, Clint and I had a video call later that day to discuss the layout orientation and the additional requirements of LCPD.
62. On August 15, 2022, Clint Downey sent an engineering and design meeting invite: 'BCB North Range - Review of Preliminary Site Layout capturing notes from Friday conversation'. I participated in the meeting where one of the topics for discussion was, 'Data Center Spacing from adjacent buildings.'
63. In that meeting I expressed my concern in ensuring we leave room for another row of Titan data centers. Clint understood the importance of planning for and incorporating reservations for additional data center expansions and future power expansions. He said he would look into it with his team and revisit this with his team after we met our critical timeline to submit the updated site plan for LCPD approval and the engineering documents to LCDOB for permit approval.
64. On September 9, 2022, Clint Downey of Shermco, understanding BCB's intent for future data centers and future power expansions, sent me an email containing an overlay of the fifteen (15) 4.7 MW Titan data centers. The block of data centers was three (3) data centers wide by five (5) data centers tall. In order to make this work in the same footprint

that only ten (10) data centers were previously located, he repositioned the transformers from the end of each data center to the middle-ends in between each data center. This change provided the necessary orientation of the initial ten (10) data centers, while leaving plenty of space to expand the block for another row of 4.7 MW Titan data centers to the south. Additionally, it left an abundance of buildable area for future expansions on the west and south-west side of the North Range parcel if needed.

65. On October 5, 2022, Tony Genoff of Shermco, understanding the intent for future power expansion on the Campstool Lot 1 parcel, asked if we should “install the piers in the future data centers” and suggested that Shermco was going to install the electrical duct bank for the future data centers and it would be better to install the piers for the future data centers prior to the electrical duct bank.
66. On October 10, 2022, I suggested to Tony that due to the “chance that the future DC designs /height/ weight could change for immersion by the time we would expand”, it would be best to install only that piers for the transformer pads, which would likely be unchanged.
67. Tony’s question was in direct reference to the future data centers that were depicted on the Campstool Lot 1 site plan.
68. On October 19, 2022, Clint sent an email containing IFC engineered documents reflecting the location change of the transformers in order to bring the ten (10) Titan data centers closer together, which would allow for another row of five (5) Titan data centers to the South. This change is consistent with the September 9 drawing overlay and became the final layout for actual construction.
69. On December 9, 2022, Mark Aldrich of Shermco, sent me an email regarding the ‘Order of construction’ where he suggested, “We do need to have final disposition of the water line – some options
 1. Loop to the west as proposed – installing a hydrant, PIV and T for future expansion and maintaining hose lay to the future expansion area, maintaining the west hydrant for coverage in that area
 2. Cut at the street and install a hydrant there – make the entire main dead, abandon in place – remove existing hydrants (Would require totally new line (6”) to the new building) Future permit, loop discussion, etc.

3. Eliminate the area past west hydrant, leave hydrant and then cut and stub by future building with new hydrant as above in #1”
70. In the subsequent video conference meeting to this email, Shermco provided a drawing overlay as a visual aid reflecting and “maintaining hose lay to the future expansion area”. This meant that the position of the relocated fire hydrant accounted for and was sufficient to reach the initial ten (ten) 4.7 MW Titan data centers and the areas reserved for the future five (5) 4.7 MW Titan data center that could utilize a future power expansion.
71. Understanding BCBs intent for future power expansion, Mark and Clint of Shermco worked to ensure any required modifications to the North Range and Campstool projects would accommodate the future power expansions.
72. At all relevant times during the land planning, engineering, and related design process for the North Range and Campstool parcels, BCB acted in reliance on the benefit and took actions to make possible and secure future power expansions.
73. Furthermore, BCB had many internal discussions, collaborations, and meetings regarding securing and participating in the North Range and Campstool power expansions.

MINEONE PRODUCTION INDICATES THEY ARE ADDING 25 MW TO NORTH RANGE AND 30 MW TO CAMPSTOOL

74. Based on information found in MineOne’s production of documents relating to this matter, CLFPC is making an additional 30 MW of expansion power available to MineOne for their Campstool location. This power expansion will bring the total power available at Campstool to 60 MW. Additionally, CLFPC completed a load study for North Range and is making an additional 25 MW of expansion power available to MineOne for their North Range location. This power expansion will bring the North Range capacity to 70 MW.
75. Together, North Range and Campstool will far exceed the initial 75 MW of available power, now increasing to a combined 130 MW of available power. This power became available through the pioneering work and efforts of BCB. Had MineOne not breached its DHS Agreement to remove BCB from the project, BCB would have directly benefited

from the power expansions. Without BCB, MineOne would have never had the opportunity to the initial 75 MW of power or the subsequent 55 MW of expansion power.

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FURTHER AFFIANT SAYETH NOT.

DATED this 20th day of March, 2024.



(SIGNATURE)

STATE OF ILLINOIS)

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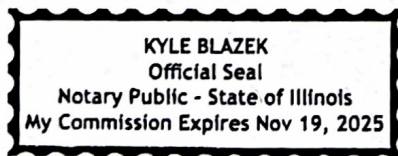
COUNTY OF DUPAGE)

Before me, a Notary Public in and for the County of DuPage, State of Illinois, personally appeared Emory Patterson, this 20th day of March, 2024, and he being duly sworn by me upon his oath, says that the facts alleged in the foregoing instrument are true and correct.

Witness my hand and official seal:


Notary Public

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My Commission Expires: 11/19/2025

CONFIDENTIAL